

PETROLEUM SUPPLY COMPANY

5847 San Felipe
Suite 3300
Houston TX - 77057
713/789-1400 Tel
713/361-4342 Fax

*****REPRINT*****

P.O. Number	1347328-000 OP
P.O. Date	11/21/02
Branch/Plt	113000310
Chg Ord #	000
C.O. Date	

Shipped From HYDRALIFT, INC.
ATTN.: ROLF GULLAKSEN; F: 281-925-2801
14450 JFK BLVD
HOUSTON TX 77032

Shipped To Pride International
MAD DOG
5847 San Felipe, Suite 3300
HOUSTON TX 77057

Delivery Date - 07/01/03	Incoterms See Below
Reference No - MD016	Ship Via -
Currency -	
Ordered By - METCALF, CRAIG L.	

LINE NO	DESCRIPTION/PART NUMBER	ORDERED	UNIT COST	U/M	EXTENDED AMT
1	Hydraulic Utility Winch 1981612-CON 1. Model No. HL-05T-W440-115 2. 5,000 kg SWL/375' Wire rope capacity 3. 19 mm Wire rope diameter 4. No Lebus grooving on drum 5. 150 1/m Hyd. Flow rate. 6. 210 bar (3,046 psi) working pressure 7. 0-40 m/min line speed 8. Hydralift dwg. D1117-T0001 Rev 2 9. Drill Floor utility winch package - po items 1,2,3,4,5 Equipment supplied as per Pride specification 1430-60-ME-SP-0011 Rev 0	2	28558.130	EA	57,116.26
2	Shipping weight: approx. 1,300 kg (2,866 lbs.) Lot, Wire w/Hook, Shackle and Swivel 1981612-CON 1. Bridon Endurance 35LS 2. 19 mm Wire rope diameter 3. 35 (w) x 7 4. 375' length (165 kg/100m)	2	1359.380	EA	2,718.76
3	Spooling Device 1981612-CON 1. Automatically spool wire rope on/off drum 2. Hydralift dwg. D1117-A0213 rev 1; D1117-A048 Rev 1.	2	10714.690	EA	21,429.38
4	Pressure Roller on Drum 1981612-CON	2	2678.440	EA	5,356.88

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5	1. Consists of a spring-applied roller pressed against the wire on the drum to keep it from unwinding during slack wire. 2. Hydralift dwg D1117-A0177; Rev 0. D1117-A0253 Rev 0. Hydraulic Remote Control 1981612-CON 1. From pendant control console 2. 10 m umbilical hose	2	1785.940	EA	3,571.88
6	Hydraulic Utility Winch 1981612-CON 1. Model No. HL-05T-W440-55 2. 5,000 kg SWL/175' Wire rope capacity 3. 19 mm Wire rope diameter 4. No Lebus grooving on drum 5. 150 1/m Hyd. Flow rate. 6. 210 bar (3,046 psi) working pressure 7. 0-40 m/min line speed 8. Hydralift dwg. D1117-T0001 Rev 2 9. Lower Deck utility winch package - po item 6,7,8,9,10. Equipment supplied as per Pride specification 1430-60-ME-SP-0011 Rev 0	2	28558.130	EA	57,116.26
7	Shipping weight : approx. 1,300 kg (2,866 lbs) Lot, Wire w/Hook, Shackle and Swivel 1981612-CON 1. Bridon Endurance 35LS	2	839.060	EA	1,678.12

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8	2. 19 mm Wire Rope diameter 3. 35 (w) x 7 4. 175' length (165 kg/100m) Spooling Device 1981612-CON	2	10714.690	EA	21,429.38
9	1. Automatically spool wire rope on/off drum 2. Hydralift dwg. D1117-A0213 rev 1; D1117-A048 Rev. 1 Pressure Roller on Drum 1981612-CON	2	2678.440	EA	5,356.88
10	1. Consists of a spring-applied roller pressed against the wire on the drum to keep it from unwinding during slack wire. 2. Hydralift dwg. D1117-A0177 Rev 0; D1117-A0253 Rev 0 Turntable Mount 1981612-CON	1	8390.630	EA	8,390.63
11	1. 90 degrees of movement. Pneumatic Utility Winch 1981612-CON	2	29985.940	EA	59,971.88
	1. Model no. 05T-W440-55 2. 5000 kg SWL/175' Wire Rope capacity 3. 19 mm Wire rope diameter x 175' 4. No Lebus grooving on drum 5. 8.5 bar (120 psi) working pressure 6. Hydralift dwg. D1117-T0001 Rev 2 7. Drill Deck utility winch package- po items 11,12,13,14,1 Equipment supplied as per Pride specification				

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	1430-60-ME-SP-0011 Rev 0.				
12	Shipping weight: approx. 1,300 kg (2,866 lbs.) Lot, Wire w/Hook, Shackle and Swivel 1981612-CON 1. Bridon Endurance 35LS 2. 19 mm Wire rope diameter 3. 35(w) x 7 4. 175' length (165 kg/100m)	2	839.060	EA	1,678.12
13	Spooling Device 1981612-CON 1. Automatically spool wire rope on/off drum	2	10714.690	EA	21,429.38
14	2. Hydralift dwg. D1117-A0213 rev 1; D1117-A048 Rev 1 Pressure Roller on Drum 1981612-CON 1. Consists of a spring-applied roller pressed against the wire on the drum to keep it from unwinding during slack wire.	2	2678.440	EA	5,356.88
15	2. Hydralift dwg. D1117-A0177 Rev 0; D1117-A0253 Rev 0. Turntable Mount 1981612-CON 1. 90 degrees of movement.	1	8390.630	EA	8,390.63
16	Hydraulic Utility Winch 1981612-CON 1. Model no. HL-o1T-Bryne-5010 kN (Bryne 60926) 2. 1,000 kg SWL/50' Wire rope capacity 3. 10 mm diameter wire.	2	18560.630	EA	37,121.26

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	4. No Lebus grooving on drum. 5. 20 1/m Hyd. Flow rate 6. 210 bar (3,046 psi) working hydraulic pressure. 7. 0-15 m/min line speed 8. Hydralift dwg. D1117-G0101 Rev 0 9. Racking Board winch package- po items 16,17. Equipment supplied as per Pride specification 1430-60-ME-SP-0011 Rev 0 Shipping weight: approx. 200 kg (112,875 lbs) Lot, Wire w/Hook, Shackle and Swivel 1981612-CON				
17	1. Bridon Endurance 35LS 2. 10 mm Wire rope diameter 3. 35(W) x 7-1960 N/MM-50m 4. 50' length (45.4 kg/100m) Hydraulic Manrider Winch 1981612-CON	2	732.190	EA	1,464.38
18	1. Model no. HL-MR-150-110 2. 150 kg SWL/350' Wire rope capacity 3. 10 mm, 35x7 rotation resistant galv. Wire 4. 11 1/m Hyd. Flow rate 5. 210 bar (3,046 psi) working pressure 6. 1.0 m/sec line speed 7. Hydralift dwg. D1117-G0130 Rev 0 8. Hazard zone 1 classification	1	37295.630	EA	37,295.63

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	9. Manrider winch package- po item 18,19 Equipment supplied as per Pride specification 1430-60-ME-SP-0011 Rev 0 Shipping weight: approx. 665 kg (369,665 lbs.) Lot, DNV Category II Certification for Manrider 1981612-CON Winch				
19	Export Packing (Lot) 1981612-CON	1	1561.880	EA	1,561.88
20	Export Packing (Lot) 1981612-CON	1	4792.500	EA	4,792.50

By acceptance of this Purchase Order, Seller agrees to and shall be bound by all parts of this Purchase Order, including all attachments hereto.					
Prepared By: Craig Metcalf					
Project Manager: _____					
Vendor Acknowledgement: _____					
Approval Drawings: All Vendor production activity including, but not limited to, design, engineering, procurement, fabrication and assembly					

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	<p>started prior to receiving signed approval drawings from Pride is the sole responsibility of the Vendor.</p> <p>-----</p> <p>Equipment Completion Date: July 01, 2003</p> <p>-----</p> <p>Definitions: Buyer and company shall refer to the entity initiating this purchase order. Seller, contractor, vendor and supplier shall refer to the corporation, corporation, partnership, joint venture or individual accepting this purchase order. this purchase order.</p> <p>-----</p> <p>Ship loose items: All packing shall provide the contents with adequate protection for U.S. domestic transportation handling.</p> <p>-----</p> <p>Purchase Order Acknowledgement: Seller will sign and return the buyer's purchase order acknowledgement form at the purchase order issue meeting or by mail if no meeting is arranged. A copy of the fully executed purchase order will be retained by buyer and seller.</p> <p>-----</p>				

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	<p>Effective Date of the Purchase Order: The effective date of this purchase order is December 3,2002. This purchase order was awarded to Hdralift on the twenty ninth (3th) day of December,2002.</p> <p>-----</p> <p>Purchase Order Contents: Upon execution of this purchase order, the Project Procurement Manager, Craig Metcalf, will become the primary contact for all communication/ correspondence regarding this order. Craig Metcalf can be contacted as follows: Office Number: 713-361-4340 ext.2656; Fax Number: 281-313-9107; Email: cmetcalf@prideinternational.com</p> <p>The Project Technical Lead Engineer, Trevor Smith, shall be copied on all technical correspondence regarding this purchase order. Contact information is as follows: Office Number: 713-361-4340 ext. 2601; Fax Number: 281-313-9107; Email: tsmith@prideinternational.com</p> <p>-----</p> <p>Drawings and Vendor Data:</p>				

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	<p>All drawings and vendor data transmittals regarding this purchase order shall be identified with the purchase order number, equipment tag number (s), vendor data requirements form item number (identified as partial or complete for that item number), and sufficient other information to assure quick and easy reference.</p> <p>All drawings and vendor data shall be addressed to:</p> <p>Pride international Attn: Project Procurement Manager, Craig Metcalf Reference: Mad Dog Project One Sugar Creek Center Blvd, Suite 600 Sugar Land, Texas 77478</p> <p>-----</p> <p>Vendor Documentation Submittals: All blueprints, drawings, etc. perpared or constructed by seller and paid for by buyer shall be buyer's property. As such, buyer reserves the right to make and provide copies, or scanned images (both internally and externally) of such data furnished by seller for the purpose of information, review, or final documentation manuals, solely as needed, to meet the requirements of the project. It is intended that buyer will request all required number of copies, however, if company requires limited additional copies to meet the requirements</p>				

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Case 4:10-cv-01162 Document 91-5 Filed in TXSD on 11/08/10 Page 10 of 16

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	<p>of the project, seller waives copyrights applicable to materials submitted and assumes all responsibility and liability the reproduction of data by buyer. Seller shall provide this waiver on the document transmittal form for all copyrighted documentation.</p> <p>-----</p> <p>Weight Management: Seller shall use best efforts to not exceed the specified weight for the equipment. Any knowledge of weight increase shall be sent in writing as soon as the increase has been verified.</p> <p>-----</p> <p>Progress Reporting: In accordance with the "Instructions to Bidders", within 21 days of acceptance of the Order by Hydralift, Hydralift must provide and deliver to Pride Offshore a level 1 production schedule for approval and/or comment. Any comments made by Pride Offshore must be incorporated by Hydralift into such production schedule. The approved schedule, or the schedule incorporating Pride Offshore's comments, as the case may be, will be the "Production Schedule". Detailed planning, based on the Production Schedule, must be provided and</p>				

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Case 4:10-cv-01162 Document 91-5 Filed in TXSD on 11/08/10 Page 11 of 16

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	<p>delivered by Hydralift as soon as is reasonably possible. Vendor must provide and deliver to Pride Offshore every two weeks detailed production progress reports (on 7th and 22nd of each month) setting out such information as Pride Offshore may require, including as a minimum: (a) Work performed in the past 2 weeks; (b) Work to be performed in the next 2 weeks; (c) Actual progress of the work against the Production Schedule; (d) Any actual or envisaged event or thing which may possibly have an effect on the performance by Hdyralift Of its obligation under the Purchase Order (including without limitation the attainment of the Delivery Date). (e) Vendor Production Schedule due December 22,2002. (f) Vendor Progress Report due: The 7th and 22nd of each month beginning on January 7, 2003. Progress reports will be sent to the attention of Project Procurement Manager, Craig Metcalf (cmetcalf@prideinternational.com), with a copy to the Planning and Risk Analysis Manager, Jean-Christophe Guibet Lafaye (jcguibetlafaye@prideinternational.com)</p>				

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	<p>and the Project Expediting Coordinator, Jeffrey L. Bowman (jbowman@prde.com) Progress reports shall be in the form of a production schedule bar chart with percentage of completions or date table that shows the initial sequence of activities, baseline (fixed) completion date of each activity and the current forecast or actual completion for the activity. Activities as a minimum should include the following:</p> <ol style="list-style-type: none">1. Engineering deliverables including calculations, drawings, procedures, scheduled release of approval drawings, and scheduled release of work to shop.2. The placement and scheduled shipment of materials ordered from others by vendor's purchase order number.3. Transmittal or unpriced purchase orders for major components is to be included in this report.4. Work in the shop including manufacturing, inspection, and testing up to and including shipment of all equipment.				

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	<p>Invoice Instruction: Mail original and one (1) copy of all invoices to buyer's invoice address listed on page 1 of this purchase order. Purchase order number, item number, unit of measure, extension and total prices must appear on all invoices. Invoice must denote "partial" or "final" invoice. In order for payment to be made, all invoices must include the following information:</p> <ol style="list-style-type: none">1. Pride Purchase Order number and all line items on the invoice2. Quantity for each item3. Equipment descriptions4. Net price per item and extended total value per item. <p>Performance Guarantee: Seller guarantees that equipment provided will perform in accordance with agreed to operating parameters established between buyer and seller.</p> <p>Document Reference:</p>				

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	Applicable BP/Mad Dog Contract BPA-02-06080 (Attachment A2) Specification provided to Hydralift, Inc.: Hydralift, Inc. exceptions to the BP and Pride specifications are noted in the Pride spec. 1430-60-ME-Sp-0011 Rev 0. 1400-20-CO-SP-8040 REV 0 1400-20-PI-SP-3200 REV 0 1400-20-CO-SP-8050 REV 0 1400-20-PI-SP-3202 REV 0 1400-20-CO-SP-8060 REV 0 1400-20-PI-SP-3210REV 0 1400-20-EL-SP-4004 REV 0 1400-20-QA-SP-9001 REV 0 1400-20-IC-SP-5070 REV C 1400-20-ST-SR-1016 REV 0 1400-20-IC-SP-5102 REV 0 1400-60-ME-IR-9101 REV A ----- Terms and Conditions of Sale: Pride International Terms and Conditions of Purchase will apply and are not negotiable. ----- Milestone Payment Terms: Seller shall invoice buyer for the amount due in accordance with this purchase order and the milestone payment schedule, and in the manner set out for milestone payment procedure. Seller's invoice shall be accompanied by buyer's certificate of milestone completion, the milestone no., and buyer's shipment release. Seller shall notify buyer on completion of a milestone by submitting a				

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Reference No - MD016	Ship Via	-
Currency -		
Ordered By - METCALF, CRAIG L.		

LINE NO	DESCRIPTION/PART NUMBER	ORDERED	UNIT COST	U/M	EXTENDED AMT
	<p>notification of milestone completion. Within five (5) working days of receipt of such notification, buyer shall either: A) Issue a certificate of milestone completion to seller, Or B) Notify the seller that in the opinion of buyer the seller has not satisfactorily completed the activities referred to in seller's notification and buyer shall substantiate this with reason(s). In this event, the seller shall not be entitled to invoice buyer for the lump sum price relating to the milestone. The seller shall correct all deficiencies and having done so shall resubmit to buyer notification in accordance with the above. After receipt from buyer of a certificate of milestone completion, the seller shall invoice for the amount due. Milestones shall become payable in sequence. Net cash (30) days to the following payment schedule: A - 20% due upon issuance of the purchase order. B - 30% due upon Pride receipt/acceptance of VDRL class 2 documentation and Pride</p>				

TAX EXEMPT

Total

PETROLEUM SUPPLY COMPANY

5847 San Felipe
Suite 3300
Houston TX - 77057
713/789-1400 Tel
713/361-4342 Fax

*****REPRINT*****

P.O. Number	1347328-000 OP
P.O. Date	11/21/02
Branch/Plt	113000310
Chg Ord #	000
C.O. Date	

Shipped From HYDRALIFT, INC.
ATTN.: ROLF GULLAKSEN; F: 281-925-2801
14450 JFK BLVD
HOUSTON TX 77032

Shipped To Pride International
MAD DOG
5847 San Felipe, Suite 3300
HOUSTON TX 77057

Delivery Date - 07/01/03	Incoterms See Below
Reference No - MD016	Ship Via -
Currency -	
Ordered By - METCALF, CRAIG L.	

LINE NO	DESCRIPTION/PART NUMBER	ORDERED	UNIT COST	U/M	EXTENDED AMT
	<p>verification/acceptance of in-process fabrication.</p> <p>C - 40% due upon Pride verification/ approval of FAT and relevant documentation.</p> <p>D - 10% due upon Pride receipt/ acceptance of Final Vendor Documentation</p> <p>-----</p> <p>Inspection: This equipment shall be subjected to inspection by the company or its nominated representative. By acceptance of this purchase order and with proper notice, access is granted to seller's facilities and the facilities of its sub-vendors, for the purpose of field expediting. Communications regarding buyer's field expediting shall be directed to the attention of the Project Procurement Manager, Craig Metcalf and a copy to John Pickles, QA Manager.</p> <p>-----</p> <p>Inspection Release and Shipping: Seller shall only release the purchase order for shipment following issuance of a buyer's release to ship notice. Seller shall prepare a detailed packing list clearly showing the following: Project: Pride/BP Mad Dog Purchase Order Number _____ Number of crates/pallets/boxes _____</p>				

TAX EXEMPT

Total